



# THE BYLAWS OF THE ALBERTA LIBERAL PARTY



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## **1. Name**

- 1.1. The name of the society is the Alberta Liberal Party Association (the “Party”).

## **2. Powers**

- 2.1. The Alberta Liberal Party may acquire and take by purchase, donation, devise, or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve, and develop it, and may erect and maintain any necessary buildings.
- 2.2. The funds and property of the Party shall be used and dealt with for its legitimate objectives only and in accordance with these bylaws.
- 2.3. For the purpose of carrying out its objective, the Party, under the direction of Board of Directors, may borrow or raise or secure the payment of money in such manner as it thinks fit and this power shall only be exercised under the authority of these bylaws and in no case shall debt security be issued without the sanction of a special resolution at a General Meeting.

## **3. Definitions**

- 3.1. “Board” means the Board of Directors of the Alberta Liberal Party as set out in Section 6 of these bylaws.
- 3.2. “Caucus” means the elected members of the Legislative Assembly of Alberta who are recognized as members of the Alberta Liberal Party.
- 3.3. “Constituency Association” means an association in an Electoral Division endorsed by the Alberta Liberal Party as its official association in that Electoral Division.
- 3.4. “Electoral Division” means an area in Alberta established as such under the Relevant Legislation.
- 3.5. “Executive Committee” means the Executive Committee of the Alberta Liberal Party as set out in Section 5 of these bylaws
- 3.6. “Member in Good Standing” means a member who has met the requirements for membership and does not have a suspended membership.
- 3.7. “Party” means the Alberta Liberal Party as defined in these bylaws.
- 3.8. “Party Procedures” means any rules adopted by the Party as part of its Policies and Procedures.
- 3.9. “Relevant Legislation” shall include:
  - (a) The *Election Act*, RSA 2000, c E-1;
  - (b) The *Election Finances and Contributions Disclosure Act*, RSA 2000, c E-2;
  - (c) The *Electoral Divisions Act*, SA 2010, c E-4.2; and,
  - (d) The *Societies Act*, RSA 2000, c S-14,as amended from time to time and any successor legislation as amended from time to time and any Regulations prescribed thereunder.
- 3.10. “Special Committee” is a committee created by the Board to facilitate the administration of the Party.
- 3.11. “Standing Committee” is a permanent committee of the Board.

3.12. “Written Notice” shall include, but is not limited to, electronic means.

## **4. Membership**

### **Eligibility**

- 4.1. Subject to section 4.2, any resident of Alberta, as defined by the Relevant Legislation, who has attained the age of 14 years, who subscribes to the Objects of the Party and who has paid the membership dues as established by the Party from time to time, and whose membership is approved by the Executive Director, may become a member in good standing.
  - (a) Should an application be rejected by the Executive Director, the applicant shall be entitled to appeal the decision to the Executive Committee. Such an appeal shall be filed with the Party Secretary in writing no later than fourteen days following notification of the Executive Director’s rejection. The decision of the Executive Committee shall be final.
- 4.2. Members may not hold membership in another organization that has as one of its objects the election of members to the Legislative Assembly of the Province of Alberta or any organization seeking to become such an organization.

### **Categories, Duration, and Fees**

- 4.3. The Board shall, from time to time, determine categories of membership, membership duration, and membership fees.

### **Rights and Obligations of Membership**

- 4.4. Membership in the Party shall entitle a member to:
  - (a) Full voting and speaking privileges at Constituency Association meetings where they are residents and at General Meetings of the Party;
  - (b) Attend and speak at a General Meeting of any Constituency Association other than where they are residents;
  - (c) Seek and hold office in the Party;
  - (d) Run for leadership of the Party if they are at least eighteen (18) years of age;
  - (e) Seek appointment or election as a delegate to a General Meeting or Leadership Convention of the Party;
  - (f) Seek nomination as a Liberal candidate in any provincial election if the member has satisfied the election laws of Alberta and all nomination requirements of the Party;
  - (g) Inspect the audited financial statements and other public filings of the Party on the financial disclosure website maintained by Elections Alberta; and,
  - (h) After written request to the Secretary, and payment of a reasonable fee, for any proper purpose at any reasonable time, any Member in Good Standing is entitled to view the minutes from the most recent General Meeting and meeting of the Board of Directors and, with the written approval of the Executive of the Party, which may be withheld in its absolute discretion, any other books and records of the Party.
- 4.5. Membership in the Party obligates the member to support the activities of the Party and to abide by these bylaws and any actions taken hereunder.

- 4.6. A Member may resign their membership by providing notice to the Party in writing and the resignation is effective on receipt.

### **Suspension and Removal of Membership**

- 4.7. Any member wishing to withdraw from membership may do so by providing Written Notice to the Secretary. The member so withdrawing will cease to have membership rights and privileges on the day of notification.
- 4.8. Any Member, except the Leader of the Party, may be expelled from membership by a majority vote of Board of Directors upon the recommendation of the Executive Committee, and upon hearing from the Executive Committee and the Member.
- (a) The Executive Committee must provide not less than fourteen (14) days Written Notice to the Member of the date and time of the Board of Directors meeting and of their right to speak;
  - (b) Upon Written Notice being provided by the Executive Committee to the Board of Directors, the Member's membership shall be suspended until a decision of the Board of Directors; and,
  - (c) The membership rights and privileges of any Member so expelled shall cease immediately upon a majority vote of the Board of Directors members present at the meeting.

## **5. Executive Committee**

### **Composition of the Executive Committee**

- 5.1. The Executive Committee shall be comprised of the following positions:
- (a) Leader of the Party;
  - (b) President of the Party;
  - (c) Vice President;
  - (d) Secretary;
  - (e) Chief Financial Officer;
  - (f) Fundraising Chair;
  - (g) Policy Chair;
  - (h) Election Readiness Chair;
  - (i) Organizational Chair;
  - (j) On a non-voting basis, the:
    - (i) Caucus Representative; and,
    - (ii) the Executive Director.

### **Relationship to the Board of Directors and these Bylaws**

- 5.2. The Executive Committee shall follow the directions of the Board of Directors, and any act or decision of the Executive Committee that conflicts with a decision of the Board of Directors shall, to the extent of the conflict, be of no force or effect.
- 5.3. The Executive Committee shall act at all times in accordance with, and in keeping with, the spirit of the requirements of these bylaws and all applicable laws.

## Powers

- 5.4. The Executive Committee shall be responsible for the administration of the affairs of the Party between meetings of the Board of Directors.
- 5.5. In administering the affairs of the Party, the Executive Committee shall:
  - (a) Hire and terminate the Executive Director of the Party;
  - (b) Decide if the Leader shall be paid a stipend, as long as the Leader is not an elected member of the Legislative Assembly of Alberta;
  - (c) Identify Constituency Associations with regards to boundary changes in accordance with Section 13.19 of these bylaws; and,
  - (d) Perform any other duties delegated to it by the Board of Directors.
- 5.6. The Executive Committee may:
  - (a) Establish committees to make recommendations to the Board of Directors or discharge responsibilities delegated to the Executive Committee;
  - (b) Appoint the chair of a committee established by the Executive Committee;
  - (c) Be reasonably reimbursed for expenditures incurred for their work on behalf of the Party in accordance with Party Procedures; and,
  - (d) Adopt and amend Party Procedures to facilitate the administration of the affairs of the Party.

## Roles

- 5.7. President
  - (a) The President shall have charge of the administration of the affairs of the Party between the meetings of the Executive Committee, and shall be responsible for:
    - (i) Speaking for the Party on matters of party governance;
    - (ii) Assisting in the preparation of the annual budget of the Party in conjunction with the Chief Financial Officer and Executive Director;
    - (iii) Expenditures within the budget as approved by the Board of Directors and directed by the Executive Committee; and,
    - (iv) Periodically review and assess the operations, the staff, and the office of the Party.
  - (b) The President shall possess and may exercise all powers and shall perform the duties that may be assigned to them from time to time by the Executive Committee or the Board of Directors.
  - (c) In exercising their duties and authorities, the President shall consult with the members of the Executive Committee and the Board of Directors as appropriate.
  - (d) The President shall follow the directions of the Executive Committee and the Board of Directors, and any act or decision of the President that conflicts with a decision of the Board or the Board of Directors shall, to the extent of the conflict, be of no force or effect.
  - (e) The President shall, when present, preside at all meetings of the Executive and of members of the Party and of the Board of Directors and shall report to the annual meeting of members.
- 5.8. Vice President

- (a) The Vice President shall be vested with the powers and shall perform the duties of the President in the absence, inability, or refusal to act of the President.
- (b) The Vice President shall perform all other duties incident to their office and other duties that are properly required of them from time to time by the Executive Committee.

#### 5.9. Secretary

- (a) The Secretary shall record and keep minutes of all meetings of the Executive Committee, the Board of Directors, and of the members of the Party.
- (b) The Secretary is responsible for preparing and circulating notices of meetings and minutes of meetings of the Executive Committee, the Board of Directors and of the members of the Party.
- (c) The Secretary is responsible for ensuring correspondence and registration with Elections Alberta, the Registrar of Corporations, and any other entities as defined by the Relevant Legislation.
- (d) The Secretary shall circulate a summary of minutes of each Board meeting, worded to preserve the confidentiality of appropriate matters, to members of Board of Directors within two weeks after their adoption.
- (e) The Secretary shall prepare and maintain a list of the members of the Party in conjunction with the Executive Director.
- (f) The Secretary shall keep and maintain the Seal of the Party in conjunction with the Executive Director.
- (g) The Secretary shall perform all other duties incident to their office and other duties that are properly required of them from time to time by the Executive Committee.

#### 5.10. Chief Financial Officer

- (a) The Chief Financial Officer shall keep the books of record and bank accounts of the Party and shall ensure that the Party financials are audited once a year.
- (b) The Chief Financial Officer shall present a financial report at each meeting of the Board and at the Annual General Meeting.
- (c) The Chief Financial Officer will be responsible for the preparation of the annual budget of the Party in conjunction with the President.
- (d) The Chief Financial Officer of the Party will perform such duties as required by the Relevant Legislation.
- (e) The Chief Financial Officer shall perform all other duties incident to their office and other duties that are properly required of them from time to time by the Executive Committee.

#### 5.11. Fundraising Chair

- (a) The Fundraising Chair is responsible for ensuring that fundraising activities are carried out as required by the Party on a continuing basis.
- (b) The Fundraising Chair will draw up quarterly fundraising targets for the Executive Committee.
- (c) The Fundraising Chair will work with the Executive Committee and the Regional Chairs to ensure regular outreach is done with the membership for donations to the Party.

- (d) The Fundraising Chair shall engage with stakeholders to solicit donations.
- (e) The Fundraising Chair shall perform all other duties incident to their office and other duties that are properly required of them from time to time by the Executive Committee.

5.12. Policy Chair

- (a) The Policy Chair is responsible for:
  - (i) Chairing the Policy Committee;
  - (ii) Organizing the Policy Convention and regional policy conferences;
  - (iii) Briefing the Board and Leader on policy developments and participating in the development of the Party's election platform; and,
  - (iv) Performing such other responsibilities as necessary to further the development of policy for the Party.

5.13. Election Readiness Chair

- (a) The Election Readiness Chair is responsible for preparing the Party for the next election and shall oversee the general planning for the next general election as well as any by-elections and, in addition, shall attend to the following:
  - (i) Opposition research; and,
  - (ii) Candidate recruitment and selection.
- (b) The Election Readiness Chair shall perform other such responsibilities as necessary to further prepare the Party for the next election.

5.14. Organizational Chair

- (a) The Organizational Chair shall:
  - (i) Be responsible for organizing Constituency Associations along with the Regional Chairs;
  - (ii) Perform any duty required of them by these bylaws; and,
  - (iii) Perform other duties that are assigned to them from time to time by the Executive Committee.

5.15. Caucus Representative

- (a) The Caucus Representative is responsible for liaising between the Party and Caucus and ensuring open and frequent communication between the two.
- (b) The Caucus Representative must be a sitting member of the Legislative Assembly of Alberta who is recognized as a member of the Party as selected by Caucus.
- (c) The Caucus Representative may appoint another member of Caucus or Caucus staff to attend meetings on their behalf in the event they are unavailable.

5.16. Executive Director

- (a) The Executive Director shall have responsibility:
  - (i) For the day-to-day operation of the Party, the staff, and of the Party office;
  - (ii) To report to the Board on a regular basis;
  - (iii) To ensure that the Board is made aware of its legal and bylaw responsibilities; and,
  - (iv) For implementing the decisions and policies of the Executive Committee.



- (b) The Executive Director shall perform all other duties incident to their office and other duties that are properly required of them from time to time by the Executive Committee.

### Election, Appointment, Hiring, and Removal

- 5.17. Election of the following members of the Executive Committee shall be on the following basis:
  - (a) The President, Vice President, Secretary, Chief Financial Officer, and Policy Chair shall be elected by secret ballot by all members registered at the Annual General Meeting held in odd numbered years.
  - (b) The Leader shall be elected by the members pursuant to Section 11.12 of these bylaws.
- 5.18. Appointment of the following members of the Executive Committee shall be on the following basis:
  - (a) The Fundraising Chair and the Election Readiness Chair will be appointed by the Leader;
  - (b) The Organizational Chair will be appointed by the Executive Committee; and,
  - (c) The Caucus Representative will be appointed by the Leader with the approval of the Party Caucus.
- 5.19. The Executive Director will be hired by the Executive Committee with the approval of the Leader and the President.
- 5.20. If there is a vacancy in any elected position on the Executive Committee other than the President or Leader, the Executive Committee must promptly appoint a Party Member to assume the functions of the vacant office for the remainder of their predecessor's term.
- 5.21. If there is a vacancy in any appointed position, the person or body with the power to appoint an individual to that position must promptly appoint a Party Member to assume the functions of the vacant office for the remainder of their predecessor's term.
- 5.22. An elected member of the Executive Committee may be suspended or reinstated from the Executive Committee by a two-thirds vote of the whole Executive Committee.
- 5.23. An appointed member may be removed from the Executive Committee at the discretion of the person or body empowered to appoint them.
- 5.24. All voting members of the Executive Committee, excluding the Leader, shall serve until the next election of the Executive Committee.
- 5.25. Members shall not be limited to a specific number of terms on the Executive Committee.
- 5.26. No member may hold more than one role on the Executive Committee.

### Meetings

- 5.27. Fifty percent plus one of the currently serving voting members of the Executive Committee shall constitute quorum.
- 5.28. Questions voted on by the Executive Committee shall be decided by a majority of votes cast.

- 5.29. The Executive Committee shall meet at least four (4) times during a calendar year.
- 5.30. A regular meeting of the Executive Committee shall be called by the President.
- 5.31. A special meeting of the Executive Committee shall be called by the Secretary upon receiving a written request signed by:
  - (a) The President; or,
  - (b) Five (5) members of the Executive Committee.
- 5.32. An emergency meeting of the Executive Committee shall be called by the President if they have determined that an emergency exists.
  - (a) Out of the attendees to an emergency meeting, a majority must vote to approve the meeting as an emergency.
- 5.33. The Executive Committee may meet in person or by any other means determined by the President, including but not limited to telephone and video conferencing, provided that the right of each member to be heard is not thereby compromised, and that a secure mechanism for the taking of any necessary vote is implemented for that meeting.

### Notice

- 5.34. Notice of a regular or special meeting shall be given to each member of the Executive Committee at least seven (7) days in advance of the day the meeting is to be held.
- 5.35. Notice of an emergency meeting shall be given to each member of Executive Committee at least twenty-four (24) hours in advance of the time that the meeting is to be held.
  - (a) If two-thirds of the currently serving Executive Committee agree, notice can be waived for an emergency meeting.

### Presiding Officer and Parliamentary Authority

- 5.36. The President shall preside at a meeting of the Executive Committee.
- 5.37. In the absence or inability of the President, the Vice President shall preside at a meeting of the Executive Committee.
- 5.38. In the absence or inability of both the President and Vice President to preside, the members who are present shall elect one of themselves to preside at the meeting until the President or Vice President is able to preside.
- 5.39. The current edition of Robert's Rules of Order shall govern the proceedings of the Board of the Party to the extent that they are applicable and except where they are inconsistent with these bylaws or with a procedure or Party Procedure adopted from time to time by the Executive Committee.

## **6. Board of Directors**

### Composition of Board of Directors

- 6.1. The Board of Directors shall be comprised of the following voting members:
  - (a) Each voting member of the Executive Committee;
  - (b) The Regional Chairs;

- (c) The President of each Constituency Association; and,
  - (d) The Caucus Representative.
- 6.2. The Board of Directors shall be comprised of the following non-voting members:
- (a) All Members of the Legislative Assembly who are members of the Alberta Liberal Party;
  - (b) The Executive Director; and,
  - (c) The Party Legal Counsel.
- 6.3. A President of a Constituency Association who is unable to attend a meeting of the Board of Directors may, by notice to the Secretary, designate a proxy in writing to attend on that President's behalf.

### Powers

- 6.4. The Board of Directors shall have charge of and be responsible for providing general direction to, and the overseeing of, the Executive Committee.
- 6.5. In administering the affairs of the Party, the Board of Directors shall:
- (a) Approve an annual budget for the Party each year;
  - (b) Consider and, if it deems it appropriate, ratify a decision of the Executive Committee to:
    - (i) Appoint a person to fill an office in the Party that has become vacant and to hold the office until the next election; and,
    - (ii) Adopt or amend a Party Procedure.
  - (c) Approve or select an interim leader in the event the office of Leader of the Party is declared vacant;
  - (d) Decide, by an approval of no less than three quarters, to add a vote of confidence in the Leader to the agenda of the next General Meeting of the Party pursuant to Section 11.5 of these bylaws;
  - (e) Appoint one or two persons to be the Chair or Co-Chairs of the leadership selection process as well as a person to serve as the Chief Returning Officer for the election of the Leader of the Party, and shall set a date for the Leadership Convention;
  - (f) Remove an elected member of the Executive Committee, except the Leader, by a two-thirds vote; and,
  - (g) Ratify the results of a Leadership Election within seven days of the results being announced.
- 6.6. The Board of Directors may designate certain powers and responsibilities to the Executive Committee for a period of time that the Board of Directors determines with the exception of the powers and responsibilities explicitly granted to it in these bylaws.
- 6.7. The Board of Directors is responsible for the review and assessment of, and consultation regarding, the Party's:
- (a) Progress on stated goals of the Party;
  - (b) Policies;
  - (c) Membership;
  - (d) Fundraising;

- (e) Election Readiness; and,
- (f) Any other matter related to the conduct and success of the Party.

### Meetings

- 6.8. Fifty percent plus one of currently serving voting members of the Board of Directors shall constitute a quorum.
- 6.9. Questions voted on by the Board of Directors shall be decided by a majority of votes cast.
- 6.10. The Board of Directors shall meet at least three (3) times every year.
- 6.11. A Regular Meeting of the Board of Directors shall be called by the President.
  - (a) Notice of a Regular Meeting of the Board of Directors shall be given to each member of the Board of Directors at least fourteen (14) days in advance of the day the meeting is to be held.
  - (b) A meeting may be conducted by way of teleconference or other suitable technology, provided that the right of each member to be heard is not thereby compromised, and that a secure mechanism for the taking of any necessary vote is implemented for that meeting at the discretion of the President.
- 6.12. A Special Meeting of the Board of Directors shall be called by the Secretary upon receiving a written request signed by fifty percent of the voting members of Board of Directors.
  - (a) A Special Meeting of the Board of Directors may, if circumstances warrant, be held on not less than seven (7) days' notice, and a meeting held on such shortened notice may be conducted by way of teleconference or other suitable technology, provided that the right of each member to be heard is not thereby compromised, and that a secure mechanism for the taking of any necessary vote is implemented for that meeting.
  - (b) An agenda for a special meeting shall be provided with the notice of the meeting and the reason for the shortened notice shall be provided with the notice.
- 6.13. The agenda for a Regular Meeting shall include all matters that are to be considered at the meeting as far as is known and shall be distributed no less than fourteen days before the meeting.
- 6.14. The agenda for the Board of Directors meeting occurring after the Annual General Meeting shall include Regional Meetings to elect a Regional Chair for each region.

### Presiding Officer and Parliamentary Authority

- 6.15. The President shall preside at a meeting of Board of Directors.
- 6.16. In the absence or inability of the President, the Vice President shall preside at a meeting of Board of Directors.
- 6.17. In the absence or inability of both the President and Vice President to preside, the members who are present shall elect one of themselves to preside at the meeting until the President or Vice President is able to preside.
- 6.18. The current edition of Robert's Rules of Order shall govern the proceedings of the Board of Directors of the Party to the extent that they are applicable and except where

they are inconsistent with these bylaws or with a procedure or Party Procedure adopted from time to time by the Board of Directors.

## **7. Regions**

### **General**

- 7.1. There shall be up to twelve (12) regions of the Party, whose boundaries shall correspond with the Electoral Divisions as determined to exist within each region.
- 7.2. The Electoral Divisions which comprise each region shall be determined by the Party Procedures.
- 7.3. With respect to the regions, the Party Procedures may be amended by a simple majority vote of the Board of Directors, not more than once during a period between two Annual General Meetings.
  - (a) The Board of Directors shall not amend the Party Procedures with respect to the regions between the date of the call of an Annual General Meeting and the conclusion of that Annual General Meeting.
- 7.4. Until such time as the Board of Directors amends the Party Procedures with respect to the regions, the regions shall be as is.
- 7.5. Where the Board of Directors amends the Party Procedures with respect to the regions
  - (a) Each Regional Chair shall be assigned by the Board of Directors to the region that most closely corresponds to the region represented by that person prior to the amendment.
  - (b) If the number of regions is increased or decreased or the boundaries of a region are changed, the Constituency Associations within the new region or regions shall select a new Regional Chair to fill the vacancy or vacancies created.

### **Regional Chairs**

- 7.6. A Regional Chair shall, with respect to the region that they represent:
  - (a) Monitor and help coordinate the work of the Constituency Associations in their respective Regions;
  - (b) Report to the Board on the political activity and other concerns within or affecting the region;
  - (c) Work with the Organizational Chair to develop their regions;
  - (d) Hold meetings with the Constituencies in their region at least twice a year;
  - (e) Perform any duty required of them by these bylaws; and,
  - (f) Perform other duties that are assigned to them from time to time by the Executive Committee.
- 7.7. The Regional Chairs will be elected by the Presidents of the Constituency Associations located in the Region at the Board of Directors meeting held after the Annual General Meeting.

## **8. Committees**

### **General**

- 8.1. The Board may create and maintain such Standing and Special Committees as it deems necessary or advisable to fulfill its duties.
- 8.2. Committees may be comprised of both Board members and other Members of the Party.

## **9. General Meetings**

### **General**

- 9.1. Quorum for a General Meeting shall be twenty-five (25) members in good standing of the Party.
- 9.2. Notice of a General Meeting must be given to members no less than twenty-eight (28) days in advance of the meeting.
- 9.3. At a General Meeting, the current edition of Robert's Rules of Order shall govern the proceedings, but the members present may adopt rules for the conduct of all or part of that meeting.

### **Annual General Meetings**

- 9.4. The Party will hold a General Meeting every year, to be referred to as an Annual General Meeting, to present a financial statement setting out its income, disbursements, assets, and liabilities, audited and signed by the Party's auditor.

### **Special General Meetings**

- 9.5. Upon a two-thirds majority vote of the Board, a Special General Meeting will be called.
- 9.6. Notice of a Special General Meeting shall conform to Section 9.2 of these bylaws.

## **10. Amendments**

### **Amendments to the Bylaws**

- 10.1. These Bylaws may be cancelled, altered, or added to by a special resolution at any Annual General Meeting or Special General Meeting. Special resolutions may be submitted by the Board of Directors, Constituency Associations or any ten members of the Alberta Liberal Party.
- 10.2. Amendments to these bylaws must be submitted to the Executive Committee no less than twenty (20) days before a General Meeting. No amendments will be accepted after this time.
- 10.3. Members will be notified of all proposed amendments no less than fifteen (15) days before a General Meeting.
- 10.4. Amendments must be passed by a vote of not less than three quarters of members voting in person at the General Meeting.
- 10.5. The Executive Director of the Party shall maintain a copy of these Bylaws and may make editorial changes and renumber as required, provided that the substance of these

- Bylaws are not changed, following final ratification of these Bylaws by the membership and shall present a copy to the Executive Committee before registration.
- 10.6. Amendments to the Bylaws shall come into effect upon registration with the Registrar of Corporations.

## **11. Leadership**

### **The Leader**

- 11.1. The Leader is responsible for:
- (a) Speaking for the Party concerning any political issue;
  - (b) Taking part in the development of the Provincial Policies and the Party Platform;
  - (c) Being guided by the position of the Party on matters of political policy;
  - (d) Supporting the activities of the Party and abide by these bylaws and any actions taken hereunder; and,
  - (e) Reporting to the membership at every Annual General Meeting.
- 11.2. The Leader ceases immediately to be the Leader when:
- (a) The Leader dies;
  - (b) The Leader suffers from an incapacity preventing them from carrying out the duties as Leader as approved by a three-quarters majority of Board of Directors;
  - (c) The Leader ceases to be a Party Member or ceases to be eligible to be a Party Member; or,
  - (d) A resolution of a vote of confidence is not passed by the membership assembled at a General Meeting.
- 11.3. Subject to earlier removal by resolution of the Board, if the Leader delivers to the President a written resignation, then the Leader ceases to be the Leader effective on the date specified in the letter.

### **Leadership Review**

- 11.4. A resolution calling for a vote of confidence in the Leader shall be placed automatically on the agenda of the first General Meeting following each provincial general election in which the Party does not have any members elected to the Legislative Assembly of Alberta.
- 11.5. At any time upon the written request of two-thirds of the Executive Committee, the Board of Directors will meet to decide whether the Leader should be subject to a vote of confidence at the next General Meeting of the Party.
- 11.6. Party Members shall vote on resolutions calling for Leadership Conventions by secret ballot.

### **Appointment of an Interim Leader**

- 11.7. For the period between a vacancy in the office of Leader and the selection of a new Leader, the Caucus of the Alberta Liberal Party may select, from among its members, a candidate for Interim Leader of the Party.

- 11.8. As soon as practically possible after the election of a candidate for Interim Leader by the Caucus of the Alberta Liberal Party, the Board of Directors shall meet to approve or reject the Caucus of the Alberta Liberal Party's candidate for Interim Leader.
- 11.9. If there are no Liberal Members of the Legislature, or none agree to be considered for Interim Leader, the Board of Directors shall select the Interim Leader from among members of the Party.
- 11.10. The person appointed Interim Leader shall exercise all the powers of the Leader under these bylaws until a new Leader has been elected.
- 11.11. The person appointed as Interim Leader will not run in the election for the Leader and will remain neutral throughout the election for Leader.

### Election of a Leader

- 11.12. In the event of a resignation or vacancy in the office of Leader, the Board of Directors must call a Leadership Convention to select a new Leader who will be in place within eighteen months of the date of resignation or vacancy.
  - (a) In the event a provincial general election intervenes with the Leadership Convention or the leadership campaign, the Board of Directors may reschedule the Leadership Convention.
- 11.13. The Board of Directors shall meet within a reasonable time as determined by the President of the Party and shall appoint up to two Leadership Co-Chairs and one Chief Returning Officer who shall prepare rules to deal with the call, election, voting procedures, convention procedures, and such other matters as fall within the organization of a Leadership Convention, subject to approval by the Board of Directors.
  - (a) Leadership Co-Chairs and the Chief Returning Officer will remain officially neutral throughout the Leadership Convention.
- 11.14. If a Leadership Convention called under Section 11.12 of these Bylaws is called and does not result in the selection of a new Leader, then:
  - (a) If there is one year or less remaining until the next General Election date as defined in the Relevant Legislation, then the Board must vote to determine if the Interim Leader becomes the Leader.
    - (i) The vote shall be by simple majority vote of the Board.
    - (ii) If the Board votes in favour of making the Interim Leader the Leader, the Interim Leader becomes the Leader effective immediately.
    - (iii) If the Board does not vote in favour of making the Interim Leader the Leader then a Leadership Convention must be called pursuant to Sections 11.12 and 11.13 of these Bylaws to conclude within four months of the date.
  - (b) If there is more than one year remaining until the next General Election date as defined in the Relevant Legislation then:
    - (i) A Leadership Convention must be called pursuant to Sections 11.12 and 11.13 of these Bylaws to conclude within nine months of the date of the Board vote contemplated in Section 11.14(b)(ii) of these Bylaws occurs instead of eighteen; and,



- (ii) The Board must vote to determine if the Interim Leader remains as Interim Leader.
  - A. The vote shall be by simple majority vote of the Board of Directors.
  - B. If the Board votes in favour of keeping the Interim Leader as Interim Leader, the Interim Leader remains Interim Leader.
  - C. If the Board does not vote in favour of keeping the Interim Leader as Interim Leader then:
    - I. The Interim Leader ceases to be Interim Leader effective immediately;
    - II. The position of Leader is declared vacant; and,
    - III. The position of Interim Leader must be filled pursuant to Section 11.9 of these Bylaws before the adjournment of the meeting of the Board that the position of Leader was declared vacant.

## **12. Policy Development**

### **12.1. General**

- (a) There will be a Policy Convention in every even-numbered year.
  - (i) Additional Policy Conventions may be called at the discretion of the Board.
- (b) The Policy Convention will be chaired by the Policy Chair or designate.
- (c) Policies adopted at a Policy Convention will remain Party policy until the next Policy Convention after a General Election.
- (d) If there are two policies that are in conflict with one another, the most recently adopted policy shall take precedence.

### **12.2. The Board of Directors shall establish a Policy Committee to develop Party Procedures with respect to policy development subject to approval by the Board of Directors.**

## **13. Constituency Associations**

- 13.1. There shall be a registered Constituency Association in each Provincial Electoral Division.
- 13.2. The Constituency Association shall be an independent entity separate and apart from the Party and none of the liabilities or obligations of one shall be the liabilities or obligations of the other.
- 13.3. Each Constituency Association shall be governed by a Bylaw in the form and with any included provisions that the Board of Directors may require.
- 13.4. A Constituency Association Bylaw shall conform to any requirement of these bylaws and shall contain any provision required by these bylaws.
  - (a) A Constituency Association Bylaw shall be deemed to include any provision that is necessary for the Constituency Association Bylaw to be consistent with the provisions of these bylaws.
  - (b) Any provision of a Constituency Association Bylaw that is inconsistent with a provision of these bylaws shall be null and void to the extent of the inconsistency.

- 13.5. Members of the Party who reside within a Provincial Electoral Division will be members of that Constituency Association.
- 13.6. Where there is no Constituency Association, the Board may appoint such representatives as may, in its opinion, carry on the affairs of the Party from time to time in the Provincial Electoral Division.

### Annual Meetings

- 13.7. Each Constituency Association shall hold an annual meeting to elect the Board for the Constituency Association for the following year.
- 13.8. The Annual Meeting shall be held no later than fourteen months following the previous Annual Meeting.
- 13.9. If a Constituency Association fails to hold an Annual Meeting within fourteen months following the previous Annual Meeting, the Executive Committee of the Party may call and conduct an Annual Meeting for the Constituency Association.
- 13.10. An Annual Meeting that is called and conducted by the Executive Committee of the Party shall be held at any time and location in the Constituency Association's boundaries as may be determined by the Executive Committee of the Party.
- 13.11. Notice of an Annual Meeting shall be given to members of the Constituency Association and the Secretary of the Liberal Party of Alberta no later than fourteen days before the meeting is held.
  - (a) Notice given to the Secretary will include a copy of the Constituency Association's Bylaw.
- 13.12. The Executive Committee of the Party may declare an Annual Meeting of a Constituency Association to be null and void if the required notice of the meeting was not given to the Secretary of the Party.
- 13.13. The President of the Party, or their designate, shall conduct any Annual Meeting of the Constituency Association.

### Nomination of Candidates for Elections

- 13.14. Each Constituency Association shall work with the Election Readiness Chair to determine a time to hold a Nomination Meeting.
- 13.15. No Nomination Meeting may be held within one week of the official deadline to register as a candidate in an election.
- 13.16. A Constituency Association will hold a Nomination Meeting at one location within the Provincial Electoral Division to choose the Candidate.
- 13.17. A Constituency Association may be permitted to hold a Nomination Meeting at more than one location within the Constituency Association's boundaries with the prior consent of the Election Readiness Chair and where the geographic circumstances warrant.
- 13.18. A Constituency Association may be permitted by the Election Readiness Chair to hold a Nomination Meeting by electronic means, which may include electronic voting.

## Boundary Changes

- 13.19. In the event of electoral boundary changes, the Board of the Party shall identify which Constituency Associations will remain active and which will need to be dissolved for new Constituency Associations and will establish rules with regards to the distribution of assets and liabilities from the dissolved Constituency Associations to the new Constituency Associations.
- 13.20. Constituency Associations whose boundaries are not changed or have a population of which at least 85% appears to have been resident in a single Electoral Division will be deemed to be a continuation of the previous Constituency Association as per the relevant legislation and these bylaws and will not be required to conduct a Founding Meeting.
- 13.21. In the case of Electoral Division boundaries where less than 85% of their residents were not a member of a previous Electoral Division, the Regional Chair of the region where the new Electoral Division is located, or the Organizational Chair, will conduct a Founding Meeting for the new Constituency Association.
  - (a) Members eligible to vote in the Founding Meeting of a new Constituency Association shall be those determined to be living within the boundaries of the new Constituency Association.
- 13.22. In the event a by-election is held after a Founding Meeting but before the electoral boundary changes come into effect, the Executive Committee shall have the authority to enact such directives as they consider to be required to conduct the by-election effectively.